

State of New York } ss.:
Department of State }

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I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUL 22 1966

Jul S. Staffor

Secretary of State



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CERTIFICATE OF AMENDMENT
OF
APPLICATION FOR AUTHORITY
OF
FCB ADVERTISING, INC.

Under Section 1309 of the Business Corporation Law

BATTLE, FOWLER, JAFFIN & KHEEL
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Attorneys for

BILLED

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NYCO
130-5131-4

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D.R. Del.

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new name OK
can filing of
H1 papers on 10/1/81

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Sub. No. 8-12707

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 28 1988

AMT. OF CHECK \$ 23.50
FILING FEE \$ 60
TAX \$
COUNTY FEE \$ 3.10
CITY \$
CENT \$
REFUND \$
SPEC HANDLE \$ 10

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CERTIFICATE OF AMENDMENT
OF
APPLICATION FOR AUTHORITY
OF

USC

FCB ADVERTISING, INC.

Under Section 1309 of the Business Corporation Law

FCB ADVERTISING, INC., a foreign corporation desiring to amend its Application for Authority to do business in New York pursuant to the provisions of Section 1309 of the Business Corporation Law, HEREBY CERTIFIES:

FIRST: That the name of the corporation that it has agreed to use in the State of New York is FCB ADVERTISING, INC.

SECOND: That it is incorporated under the laws of the State of Delaware.

THIRD: That it was authorized to do business in New York on October 6, 1981.

FOURTH: That the following amendment of the corporation's Application for Authority is effected hereby:

(a) To change the name of the corporation to FCB/LEBER KATZ PARTNERS, INC. The change of name was duly effected on June 20, 1986 under the laws of the jurisdiction of its incorporation.

IN WITNESS WHEREOF, I subscribe this Application and affirm that the statements made herein are true under the penalties of perjury, this 17th day of July, 1986.

FCB/LEBER KATZ PARTNERS, INC.,
formerly
FCB ADVERTISING, INC.

By: O. Burtch Drake
O. Burtch Drake
President